

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED BULK CARRIERS
INTERNATIONAL L.D.A.

Plaintiff,

-against-

NORTH CHINA SHIPPING LTD., a/k/a
NORTH CHINA SHIPPING CO. LTD.
a/k/a NORTH CHINA SHIPPING
COMPANY LTD. a/k/a NORTH CHINA
SHIPPING COMPANY LIMITED a/k/a
NORTH CHINA SHIPPING (SINGAPORE)
PTE LTD.

Defendant.

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**DECLARATION IN
ACCORDANCE WITH
28 U.S.C. § 1746**
08 Civ. 5879 (WHP)

Gao Yanming, declares, under penalty of perjury,
as follows:

1. I am the director of North China Shipping Company, Limited ("NCSC(HK)"). I reside at House No. 9, No. 33 Island Road, Deep Water Bay, Hong Kong. I make this declaration in support of NCSC(HK)'s motion to vacate the attachment obtained by plaintiff of funds in transit through New York intermediary banks.
2. NCSC(HK) is a corporation formed in Hong Kong more than sixteen years ago on June 23, 1992. A copy of the

Certificate of Incorporation for NCSC(HK) is attached hereto as Exhibit A.

3. The registered office of NCSC(HK) is located at Room 3503-3511, 35F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong. NCSC(HK) conducts business through its agent located in Hong Kong.

4. NCSC(HK)'s agent in Hong Kong is North China Shipping Holdings Co., Ltd. The address of North China Ship Holdings Co., Ltd., is 3503-10, 35/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

5. NCSC(HK) is an active participant in the chartering market, entering contracts in its own name both as a charterer and as a disponent owner. On June 23, 2008, NCSC(HK), as charterer, concluded a charter party with J-Yang Shipping Co. Ltd. ("J-Yang"), for the M/V XIN MIN MEN to carry a cargo of approximately 4000 metric tons of steel pipe from Xingang, China, to Songkla, Thailand. A copy of the fixture note evidencing the charter party between NCSC(HK) and J-Yang is attached hereto as Exhibit B.

6. The XIN MIN MEN performed the voyage, earning freight in the amount of \$222,381.00. On July 15, 2008, NCSC(HK) made a bank remittance to J-Yang for the amount of the freight

earned by the M/V XIN MIN MEN. Attached hereto as Exhibit C is a copy of the Customer Advice issued by the Bank of Communications, Hong Kong Branch in connection with the bank remittance. The Bank Advice references NCSC(HK) as the applicant for the bank remittance and J-Yang as the beneficiary. The performing vessel, M/V XIN MIN MEN, and the reason for the payment, freight, are also referenced.

7. The defendant, North China Shipping Ltd., is not a party to or mentioned in the fixture note or in the Bank Advice. That entity had no participation whatsoever in the charter party with J-Yang and it did not pay any part of the freight earned by the M/V XIN MIN MEN.

8. I have reviewed the Amended Verified Complaint in this action. NCSC(HK) was not a party to the contract sued upon by plaintiff in its complaint, namely the time charter party dated February 23, 2007, alleged in paragraph 4 of the Complaint, and is in no way indebted to plaintiff.

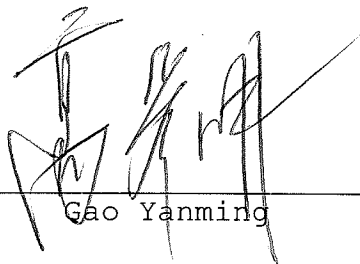
9. NCSC(HK) and defendant, North China Shipping Ltd., are distinct and separate companies. North China Shipping Ltd., is a Bahamian company (see Amended Verified Complaint, ¶ 3), while NCSC(HK) is company formed in Hong Kong. NCSC(HK)'s business is separate from the business conducted by North China

Shipping Ltd. NCSC(HK) does not and has never done business in the name of or as North China Shipping Ltd. or North China Shipping Limited.

10. I understand that plaintiff has attached the freight in the amount of \$222,381.00 paid by NCSC(HK) to J-Yang, and that it has refused to release the freight payment despite the fact that it has been demonstrated to plaintiff that the attached funds belong to NCSC(HK), and not to the defendant, North China Shipping Ltd.

WHEREFORE, I respectfully pray for an order by the Court vacating the attachment, awarding costs and attorneys' fees to NCSC(HK), and granting such other and further relief as the Court made deem just and proper in the premises.

I declare under penalty of perjury that the foregoing is true and correct. Executed in Hong Kong on July 30, 2008.



Gao Yanming

Exhibit A

No. 363454
編號



CERTIFICATE OF INCORPORATION

公司註冊證書


I hereby certify that
本人茲證明

NORTH CHINA SHIPPING COMPANY, LIMITED

北方航運有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, and
於本日在香港依據公司條例註冊成為
that this company is limited.
有限公司。

Given under my hand this Twenty-third day of June
簽署於一九九二年六月二十三日。
One Thousand Nine Hundred and Ninety-two.


.....
p. Registrar General
(Registrar of Companies)
Hong Kong

香港註冊總署署長暨公司註冊官
(註冊主任林慕小蘭 代行)

Exhibit B

FIXTURE NOTE

IT IS ON THIS DAY 23RD JUNE 2008 MUTUALLY AGREED BETWEEN J-YANG SHIPPING CO LTD AS THE OWNERS AND NORTH CHINA SHIPPING CO, LTD (HK) AS THE CHARTERERS THAT THE FIXTURE NOTE TO BE MADE WITH TERMS AND CONDITIONS ASF:

MV XINMENMEN SDWT5661 @ 6.68M BLT1979 FLG PRC CLASS CCS

L/B/D 101.2/15.7/8.1M G/B 7431/6865CBM SD 2H/2H 23.4*8.4M + 29.2M*8.4M DRRK 4*12T

FOR

- 4000 MT 2% MOLCO STEEL PIPE MAX LENGTH 14.00M
- LYCN 2-8 JULY 2008
- 1SBP XINGANG
- 1SBP SONGKLA
- FRT USD 55.00 / MT FIOT BSS 1/1.
- FULL FRT TO BE PAID W/ 3 BKG DAYS ACOL N S/R BS/L. BUT ALWAYS PRIOR VSL ARRVL DISPORT
- OWRS AGENTS AT LOAD PORT / CHTRS AGENT AT DIS PORT.
- L/DISRATE TTL 4 DAYS PWD SHINC
- 2ND SET OF BS/L TB ISSUD IN HONGKONG BY CHTRS AGENT AGAINST CHTRS LOI BUT BEFORE RELEASING FOR OWRS APPROVAL AND AFTER owner RECEIVED ORINGINAL 1ST B/L. DEM/DES USD 6000/3000 PDPR
- DETETION USD6000 PDPR IF CGO/DOCU NOT READY UPON VSL ARRIVAL AT L/DISPORT.
- SHIPSIDE TALLY OWRS ACCT SHORESIDE TALLY CHTRS ACCT
- MASTER TO GIVE 7/5/3/2/1 DAYS ETA NOTICE ENDS
- ANY TAXES/DUES ON CGO CHTRS ACCT SAME ON FRT/VSL OWRS ACCT
- LIGHTERAGE/LIGHTENING IF ANY TBF CHTRS ACCT EXCEPT FOR DRAFT.
- SHORE CRANES IF USED TOBE FOR CHTRS ACCT, BUT IF VSL'S GEARS BE OUT OF ORDER OR BREAK DOWN AT DISPORT, THEN SHORE CRANES TOBE FOR OWRS ACCT.
- ALL HATCHES/HOLDS TOBE DRY AND CLEAN BEFORE LOADING COMMENCEMENT
- CARGO TB DELIVERIED AGAINST O.Bs/L OR RCVR'S BANKING L/G IF O.Bs/L IS NOT AVAIALE AT DISPORT B4 VSL'S ARVL
- LASHING/DUNNAGE/SEPERATING IF ANY TOBE FOR CHARTER'S ACCOUNT.
- GA/ARBI IN SPOR AND ENGLISH LAW TO APPLY
- OTHERS AS PER GENCON CP 94
- COMM TTL 2.50 % ADD
- END

FOR AND ON BEHALF OF OWRS



FOR AND ON BEHALF OF CHTRS

For and on behalf of
NORTH CHINA SHIPPING COMPANY, LIMITED
北方航运有限公司
175-1111
Authorized Signature(s)

暨阳海运有限公司

J-YANG SHIPPING CO., LTD

TEL: 86-25-86227465 FAX: 86-25-86229934

FREIGHT INVOICE

MESSRS: NORTH CHINA SHIPPING COMPANY LIMITED

FM: J-YANG SHIPPING CO., LTD

DD: 2008-07-14

RE: XINMINMEN/0812

L/D PORT: XINGANG, CHINA / SONGKLA, THAILAND

DESCRIPTION	FRT	CREDIT
4146.965MTS STEEL PIPE	FRT: USD55.00 X 4146.965=USD228,083.075 LESS: 2.5%COMM=USD5,702.077	USD222,381.00
TOTAL	SAY USD TWO HUNDRED AND TWENTY TWO THOUSAND THREE HUNDRED AND EIGHTY ONE ONLY	

PLS KINDLY REMIT THE ABV AMOUNT TO OUR FLWG NOMINATED BANK ADDRESS
(ONCE REMITTED, PLS SEND THE BANK SLIP TO: 86-25-86229934)

PAY TO: J-YANG SHIPPING CO., LIMITED

ACCOUNT TO: OSA 11443639313890

ACCOUNTING BANK: SHANG HAI PUDONG DEVELOPMENT BANK OFFSHORE
BANKING DEPARTEMENT

(SWIFT CODE: SPDBCNSHOSA)

BANK'S ADDRESS: NO.12 ZHONG SHAN DONG YI LU, SHANG HAI, 200002, CHINA

For and on behalf of
J-YANG SHIPPING CO., LIMITED
暨阳海运有限公司

Young Fan 08.7.14.
Authorized Signature(s)

Exhibit C



交通銀行
Bank of Communications Co., Ltd. Hong Kong Branch
(Incorporated in the People's Republic of China)

收件日期
Received Date

客戶通知書
CUSTOMER ADVICE

(任何查詢, 請註明匯款編號及日期)
(PLEASE QUOTE THE REMITTANCE REF. & DATE IN ALL ENQUIRIES)

05 JUL 2008

逕啟者:
Dear Sirs:

根據台端(等)指示和此頁背所列各條款, 本行已代辦下列匯款
In accordance with your instruction and subject to the conditions over-leaf, we have effected the following remittance.

匯款編號: 8020TT8005857
Remittance Ref:

申請日期 Date	15-Jul-2008	匯款貨幣及金額 Currency and Amount	USD222,381.00	<input type="checkbox"/> 匯款金額不包括 貴行費用 Remitted amount not include your bank charges
<input checked="" type="checkbox"/> 電匯 Telegraphic transfer				<input type="checkbox"/> 所有銀行費用請在匯款金額內扣除 All bank charges should be deducted from amount remitted
<input type="checkbox"/> 匯票 Bank Draft				<input checked="" type="checkbox"/> 所有銀行費用由本人/吾等承擔 (收款人收取全數) All bank charges borne by me/us. (Bene. receive full amount)

匯款申請人
Applicant NORTH CHINA SHIPPING CO., LTD

聯絡電話:
Tel No.:

收款人的銀行名稱及地址
Name and address of Beneficiary Bank SHANG HAI PUDONG DEVELOPMENT BANK OFFSHORE BANKING
DEPARTMENT, NO.12 ZHONG SHAN DONG YI LU, SHAN HAI, 200002, CHINA Swift: SPDBCNSHOSA.

收款人帳號
A/C No. of Beneficiary OSA 11443639313890

ABA No./UID No.
or SWIFT address

收款人名稱及地址
Name and address of Beneficiary J-YANG SHIPPING CO., LIMITED

☒ 電話/Tel :
☐ 傳真/Fax : (為方便聯絡, 請盡量提供收款人電話)

收款人銀行的代理行名稱及地址 (如適用)
Name and address of Beneficiary Bank's Correspondent (if applicable)

與代理行的帳號
A/C No. with Correspondent

附言 (不超過 10 個中文字或 50 個英文字母)
Msg to Bene (10 Chinese char. or 50 English char. Allow)

MV XIN MIN MEN OCEAN FREIGHT

有關上述匯款及費用的支付辦法:
Payment method of the above remittance & charges:

請於下列帳戶支付 (如屬多種外幣存款帳戶, 請指示應扣除的貨幣)
Please debit A/C No. (For Multi-Currency A/C, please indicate the currency to be debited)

☒ 帳號 02753293095153
A/C No.

及帳號
and A/C No.

☐ BANK CHARGES DEBIT 02753293095153

銀行專用 FOR BANK USE ONLY

REMITTANCE AMOUNT: USD222,381.00
COM. : USD0.00 COM IN LIEU: USD0.00
CORR COM: USD19.29 TLX/POSTAGE: USD12.86
OTHER COM: USD0.00 AT RATE :
FROM AC: 027-532-9-309515-3 USD222,413.15
TRF AMT: USD0.00 CASH AMT: USD0.00
NORTH CHINA SHIPPING CO LTD
HAI 3503-3511 WEST TOWER SHUN TAK CENTRE 160-200 CONNAUGHT RD CENTRAL

CASH AMT : USD0.00 TRF AMT: USD0.00

備考: 151101 CRF 532002 3209 2008-07-15 15:12:37 2008-07-15

0275448 5768 57680097 4244

注意 NOTE:

- 此通知書所列匯款以收款人的銀行收受及通知作實
The remittance set out in this advice is subject to the ACTUAL RECEIPT and ADVICE of the Beneficiary Bank.
- 此通知書需有本行機印方為有效
This Advice valid only with validation line.
- 請保留此通知書以備查考
Please retain this Advice for future reference.